

Shea & Carlyon Ltd.

233 S. Fourth Street
Suite 200
Las Vegas, NV 89101

Ph:(702) 471-7432

Fax:(702) 471-7435

USA Mortgage, et al
Equity Security Committee

Dec 15, 2006

Attention: File #: 1500-5
Inv #: 19856

RE: Claims Administration and Objections

| DATE | DESCRIPTION | HOURS | AMOUNT | LAWYER |
|-----------|---|-------|--------|--------|
| Nov-01-06 | Review electronic correspondence from Ms. Jarvis; Ms. Higgins; re revised order extending bar date and comments re same; review and sign revised order; Preparation of electronic correspondence to Ms. Higgins re same | 0.30 | 127.50 | CCC |
| | Exchange electronic correspondence with Mr. Higgins re order extending bar date | 0.10 | 42.50 | CCC |
| Nov-07-06 | Review FTDF member list re number of investors; confirm amount held by particular member | 0.10 | 19.00 | SSS |
| Nov-09-06 | Analysis of Debtor's proposal re assignments; review memo re same | 0.30 | 127.50 | CCC |
| | Exchange electronic correspondence with Ms. Karasik; STG; re request to add procedure for handling interest assignments in fund to debtor's proposal | 0.10 | 42.50 | CCC |
| Nov-13-06 | Preparation of electronic correspondence to Mr. Strong, Ms. Jarvis, other counsel, re handling fund assignments | 0.10 | 42.50 | CCC |
| Nov-15-06 | Review Standard Property Development's proofs of claim in USAMC and FTDF cases; review plan and legal authority re deadline for objection | 0.70 | 133.00 | SSS |
| | Electronic correspondence to Mr. Parlen re Standard Property Development claim | 0.10 | 19.00 | SSS |
| Nov-20-06 | Exchange electronic correspondence with STG re order on intercompany bar date; review and execute same | 0.20 | 85.00 | CCC |

Invoice #: 19856

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|-----------|--|------|----------|-----|
| Nov-27-06 | Review electronic correspondence from Ms. Karsik re objection to Standard Property Development claims against FTDF; alleged objection to FTDF's unremitted principal claim against USACM | 0.10 | 19.00 | SSS |
| Nov-29-06 | Review electronic correspondence from Ms. Karasik re PBGC claims objection | 0.20 | 38.00 | SSS |
| Nov-30-06 | Review electronic correspondence from Ms. Jarvis re claims objections issues | 0.10 | 42.50 | CCC |
| | Conference with Ms. Karasik re claims issues | 0.10 | 42.50 | CCC |
| Totals | | 2.50 | \$780.50 | |

Total Fees, Disbursements**\$780.50**

Previous Balance

\$11,845.50

Previous Payments

\$2,737.00

Balance Due Now**\$9,889.00**

JPS - James Patrick Shea
 CCC - Candace C. Carlyon
 SWM - Shawn Miller
 DMC - Dawn M. Cica

SSS - Shlomo Sherman
 JRH - Jeffrey R. Hall
 LC - Law Clerk
 P - Paralegal
 LA- Legal Assistant

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USA Mortgage, et al
Equity Security Committee

Dec 15, 2006

Attention:

File #: 1500-6
Inv #: 19857

RE: Employee Benefits/Pensions

Total Fees, Disbursements

\$0.00

Previous Balance

\$1,146.50

Previous Payments

\$314.40

Balance Due Now

\$832.10

JPS - James Patrick Shea
CCC - Candace C. Carlyon
SWM - Shawn Miller
DMC - Dawn M. Cica

SSS - Shlomo Sherman
JRH - Jeffrey R. Hall
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USA Mortgage, et al
Equity Security Committee

Dec 15, 2006

Attention:

File #: 1500-7

Inv #: 19858

RE: Fee/Employment Applications

| DATE | DESCRIPTION | HOURS | AMOUNT | LAWYER |
|-----------|---|-------|--------|--------|
| Nov-01-06 | Telephone call with Mr. Parlen re supplemental declaration of Mr. Kvarda; | 0.20 | 38.00 | SSS |
| | exchange electronic correspondence re same | | | |
| | Review Supplemental Declaration of Matt Kvarda re additional disclosures | 0.20 | 38.00 | SSS |
| | Electronic correspondence to Ms. Pajak re letter to Debtors' counsel requesting Shea & Carlyon's outstanding fees | 0.10 | 19.00 | SSS |
| Nov-02-06 | Draft status of WFB adversary re supplemental disclosures of Shea & Carlyon | 0.90 | 171.00 | JRH |
| Nov-03-06 | Review and revise disclosures re status of WFB Adversary | 0.40 | 76.00 | JRH |
| | Telephone call with Mr. Parlen re courtesy copy of Kvarda Declaration | 0.10 | 15.00 | P |
| | Preparation of task analysis for Second Interim Fee Application; determine time entries to be redacted | 2.30 | 437.00 | SSS |
| | Revise supplemental conflict disclosures re Beastar | 0.20 | 38.00 | SSS |
| | Telephone call with Mr. Parlen re delivering courtesy copy of Supplemental Declaration of Matt Kvarda | 0.10 | 19.00 | SSS |
| Nov-05-06 | Preparation of task analysis for month of October, 2006 | 1.90 | 361.00 | SSS |
| Nov-06-06 | Preparation of task analysis for August 2006 | 1.60 | 304.00 | SSS |
| | Telephone call with Mr. Parlen re filing proof of service for Supplemental Declaration of Matt Kvarda | 0.10 | 19.00 | SSS |

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|-----------|---|------|--------|-----|
| | Preparation of task analysis for September, 2006 | 0.70 | 133.00 | SSS |
| | Identify October time entries that require redaction; electronic correspondence to Ms. Cica re the same | 0.20 | 38.00 | SSS |
| Nov-07-06 | Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of declaration of Candace Carlyon and second supplemental statement of disinterestedness | 0.20 | 30.00 | P |
| | Prepare certificate of service of electronic filing of declaration of Candace Carlyon and second supplemental statement of disinterestedness | 0.10 | 15.00 | P |
| | Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of certificate of service of declaration of Candace Carlyon and second supplemental statement of disinterestedness | 0.20 | 30.00 | P |
| | Prepare correspondence to committee members re declaration of Candace Carlyon and supplemental statement of disinterestedness | 0.10 | 15.00 | P |
| | Preparation of task analysis for October 2006 (continued) | 1.10 | 209.00 | SSS |
| Nov-08-06 | Review October invoices; redact confidential loan information from same | 0.70 | 133.00 | SSS |
| Nov-15-06 | Review Order Granting Schwartz & McPherson's First Interim Fee Application; compare with earlier proposed order | 0.40 | 76.00 | SSS |
| Nov-16-06 | Preparation of electronic correspondence to Jeanette McPherson attaching signed order approving first interim fee application of Schwartz & McPherson | 0.10 | 15.00 | P |
| Nov-19-06 | Review and compare compensation paid by Debtors to Shea & Carlyon against amount requested | 0.40 | 76.00 | SSS |
| | Preparation of correspondence to Debtors re overpayment | 0.40 | 76.00 | SSS |
| Nov-20-06 | Review electronic correspondence from Ms. Ernce re fee statements | 0.10 | 42.50 | JPS |
| | Review electronic correspondence from Ms. Freeman re fee statements | 0.10 | 42.50 | JPS |
| | Review electronic correspondence from Mr. Charles re fee statements | 0.10 | 42.50 | JPS |
| | Review electronic correspondence from Mr. Landis re circulation of fee statements | 0.10 | 42.50 | JPS |
| | Review electronic correspondence from Mr. Garman re circulation of fee statements | 0.10 | 42.50 | JPS |

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|-----------|---|------|--------|-----|
| | Preparation of electronic correspondence to Ms. Ernce re fee summaries | 0.10 | 42.50 | JPS |
| | Exchange electronic correspondence with all counsel re request to extend deadline for filing cover sheet applications | 0.10 | 42.50 | CCC |
| | Preparation of electronic correspondence to Lenard Schwartz and Annette Jarvis attaching correspondence re Shea & Carlyon receipt of payment; overpayment | 0.10 | 15.00 | P |
| | Preparation of task analysis for month of October, 2006 (continued) | 1.00 | 190.00 | SSS |
| | Preparation of Shea & Carlyon's Fourth Monthly Fee Statement (October) | 1.50 | 285.00 | SSS |
| | Review and revise August 2006 task analysis | 0.80 | 152.00 | SSS |
| Nov-21-06 | Preparation of task analysis re sales activity in October | 0.50 | 200.00 | DMC |
| Nov-22-06 | Review/revise fourth cover sheet fee app | 0.20 | 85.00 | CCC |
| | Electronic filing of court pleadings - Electronic Scan, download and filing of Fourth Application Cover Sheet for Compensation for the month ending October 2006 with the bankruptcy court | 0.50 | 75.00 | P |
| | Review and revise Shea & Carlyon's Fourth Monthly Cover Sheet Fee Application with Exhibits | 0.50 | 95.00 | SSS |
| | Preparation of chart re October fees for payment application | 0.60 | 114.00 | SSS |
| | Electronic correspondence to USA professionals attaching Shea & Carlyon's Monthly Cover Sheet Fee Application | 0.10 | 19.00 | SSS |
| Nov-27-06 | Exchange electronic correspondence with Stutman, Treister and Glatt (numerous) re task allocation on claims | 0.10 | 42.50 | CCC |
| Nov-28-06 | Preparation of Certificate of Service on Fourth Cover Sheet Application for Compensation of Shea & Carlyon for the month ended October 2006 for filing with the court | 0.10 | 15.00 | P |
| | Electronic filing of court pleadings - Electronic scan, download and filing of Certificate of Service re Fourth Cover Sheet Application for Compensation of Shea & Carlyon for the month ended October 2006 with the bankruptcy court | 0.20 | 30.00 | P |
| | Electronic filing of court pleadings - Electronic scan, download and filing of Certificate of Service of Designation of Additional Items to be Included in the Record on Appeal with the bankruptcy court (Standard Property appeal) | 0.20 | 0.00 | P |

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|-----------|---|-------|------------|-----|
| Nov-29-06 | Exchange electronic correspondence with various attorneys re Huston employment order; review proposed order (no charge per CCC) | 0.20 | 85.00 | CCC |
| | Review and execute Declaration of Disinterestedness | 0.40 | 130.00 | SWM |
| | Review electronic correspondence from Ms. Pajak and Mr. Merola re statement of disinterestedness (no charge) | 0.20 | 0.00 | SWM |
| | Preparation of Third Supplemental Statement of Disinterestedness re potential overbid by CMC or affiliate | 0.80 | 152.00 | SSS |
| | Exchange electronic correspondence with Stutman, Treister & Glatt; Mr. Choudhury re Third Supplemental Statement of Disinterestedness | 0.30 | 57.00 | SSS |
| | Telephone call from Ms. Pajak re delaying filing of Supplemental Statement of Disinterestedness due to confidentiality issues | 0.10 | 19.00 | SSS |
| | Internal memorandum to Shea & Carlyon employees re implementation of barrier procedures re CMC as potential bidder | 0.30 | 57.00 | SSS |
| Nov-30-06 | Review electronic correspondence to Mr. Choudhury re Statement of Disinterestedness | 0.10 | 19.00 | SSS |
| Totals | | 22.20 | \$4,515.00 | |

Total Fees, Disbursements**\$4,515.00**

Previous Balance

\$20,415.30

Previous Payments

\$10,225.90

Balance Due Now**\$14,704.40**

JPS - James Patrick Shea
CCC - Candace C. Carlyon
SWM - Shawn Miller
DMC - Dawn M. Cica

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USA Mortgage, et al
Equity Security Committee

Dec 15, 2006

Attention: File #: 1500-8
Inv #: 19859

RE: Fee/Employment Objections

| DATE | DESCRIPTION | HOURS | AMOUNT | LAWYER |
|-----------|--|-------|--------|--------|
| Nov-07-06 | Review S&M's Response to the First Trust Deed Committee's Objection to the proposed order granting S&M's first interim fee application | 0.20 | 38.00 | SSS |
| Nov-08-06 | Review S&M response to objection to fee order (no charge per CCC) | 0.30 | 0.00 | CCC |
| Nov-13-06 | Review pleadings re objection to S&M fee order, to prepare for possibility of discussion at omnibus hearing | 0.30 | 127.50 | CCC |
| Nov-15-06 | Review/revise S&M fee order; exchange electronic correspondence with Ms. McPherson re same | 0.20 | 85.00 | CCC |
| | Revise correspondence to Mr. Landis re UST objections to Shea & Carlyon's Third Monthly Fee Statement | 0.10 | 19.00 | SSS |
| Nov-16-06 | Review electronic correspondence from Mr. Landis re fee objections, including review of SC objection | 0.20 | 85.00 | CCC |
| Nov-19-06 | Review United State's Trustee's objections to Shea & Carlyon's Thrid Monthly Cover Sheet Fee Application | 0.20 | 38.00 | SSS |
| | Review United States Trustee's objection to USA Professionals Third Monthly Fee Statements | 0.40 | 76.00 | SSS |
| Nov-20-06 | Draft correspondence to Mr. Landis re objections to Shea & Carlyon's September Fee Statement | 0.60 | 114.00 | SSS |
| | Review and revise correspondence to Mr. Landis re UST objections to Shea & Carlyon's Third Monthly Fee Statement | 0.30 | 57.00 | SSS |

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|-----------|---|------|----------|-----|
| Nov-21-06 | Revisions to draft correspondence to Mr. Landis re fee objections | 0.20 | 85.00 | CCC |
| | Review/revise response to Mr. Landis re objection | 0.10 | 42.50 | CCC |
| Nov-22-06 | Preparation of electronic correspondence to August Landis, U.S. Trustee attaching correspondence re objection to Shea & Carlyon's September monthly fee application | 0.10 | 15.00 | P |
| | Review and revise correspondence to Mr. Landis re objections to Shea & Carlyon's September fees | 0.50 | 95.00 | SSS |
| Nov-28-06 | Exchange electronic correspondence with Stutman, Treister and Glatt re resolution of S&M Fee order issues | 0.10 | 42.50 | CCC |
| Nov-29-06 | Preparation of electronic correspondence to August Landis attaching correspondence re objection to September fees | 0.10 | 15.00 | P |
| Totals | | 3.90 | \$934.50 | |

Total Fees, Disbursements**\$934.50**

Previous Balance

\$4,176.00

Previous Payments

\$665.40

Balance Due Now**\$4,445.10**

JPS - James Patrick Shea
 CCC - Candace C. Carlyon
 SWM - Shawn Miller
 DMC - Dawn M. Cica

SSS - Shlomo Sherman
 JRH - Jeffrey R. Hall
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 LA- Legal Assistant

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USA Mortgage, et al
Equity Security Committee

Dec 15, 2006

Attention:

File #: 1500-9

Inv #: 19860

RE: Financing/Cash Collateral

Total Fees, Disbursements

\$0.00

Previous Balance

\$7,020.70

Previous Payments

\$6,598.90

Balance Due Now

\$421.80

JPS - James Patrick Shea
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USA Mortgage, et al
Equity Security Committee

Dec 15, 2006

Attention:

File #: 1500-10

Inv #: 19850

RE: Litigation

| DATE | DESCRIPTION | HOURS | AMOUNT | LAWYER |
|-----------|--|-------|--------|--------|
| Nov-06-06 | Exchange electronic correspondence with Ms. Karasik; Mr. Sherman; re covering 2004 of Milanowski/ USA Real Estate Group | 0.10 | 42.50 | CCC |
| Nov-08-06 | Exchange electronic correspondence with Ms. Karasik re Milanowski examination; possible areas of inquiry; recommendations | 0.30 | 127.50 | CCC |
| | Review Binford Adversary Complaint; FTDF interest in Binford | 0.20 | 38.00 | SSS |
| Nov-09-06 | Electronic correspondence to Mr. Charles re impact of Motion filed Under Seal on planned 2004 examination of USA Real Estate Group | 0.10 | 19.00 | SSS |
| | Review electronic correspondence from Mr. Garman; Mr. Charles re 2004 examination of Milanowski/ USA Real Estate Group | 0.10 | 19.00 | SSS |
| | Preparation of calendar re Standard Property Development's appeal from Order Denying Motion to Lift Stay | 0.70 | 133.00 | SSS |
| | Attendance at UCC's 2004 Examination of USA Real Estate Group and Joe Milanowski | 2.50 | 475.00 | SSS |
| Nov-10-06 | Exchange electronic correspondence with Mr. Merola re Binford complaint | 0.10 | 42.50 | CCC |
| Nov-12-06 | Review and revise calendar re Standard Property Development's appeal from Order Denying Motion to Lift Stay | 0.40 | 76.00 | SSS |
| | Preparation of Summary of 2004 Examination of USA Real Estate Group | 1.80 | 342.00 | SSS |
| Nov-13-06 | Review/revise summary of 2004 examination of USA Real Estate Group | 0.20 | 85.00 | CCC |

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|-----------|---|------|--------|-----|
| | Review and Summarize pleadings filed in Binford adversary re summons; parties; Motion for Preliminary Injunction | 0.70 | 133.00 | SSS |
| Nov-14-06 | Telephone call with Mr. Parlen re courtesy copy of FTDF answer to interpleader | 0.10 | 19.00 | SSS |
| Nov-15-06 | Review Binford adversary pleadings | 0.50 | 212.50 | CCC |
| | Review/revise memo re Milanowski 2004 Examination | 0.20 | 85.00 | CCC |
| | Exchange electronic correspondence with Mr. Lakas re docketing supplemental designation of record | 0.20 | 38.00 | SSS |
| | Review and revise electronic correspondence to FTDF Committee re SPD appeal; choice between BAP and U.S. District Court; consolidation of appeals; review of law re consolidation | 0.90 | 171.00 | SSS |
| | Gateway Stone: Review pleadings re motion for preliminary injunction | 0.20 | 38.00 | SSS |
| Nov-17-06 | Review Standard Property Development's Designation of Record and Statement of Issues; revise calendar accordingly | 0.20 | 38.00 | SSS |
| Nov-20-06 | Review electronic correspondence from Mr. Sherman re Standard appeal; parties; items to designate for record | 0.20 | 85.00 | CCC |
| | Review Standard Property Development designation of record for appeal; compare with docket; compile list for supplemental designation; review list of parties named in appeal | 0.50 | 95.00 | SSS |
| Nov-21-06 | Preparation of FTDF Committee's supplemental designation of record | 1.00 | 190.00 | SSS |
| Nov-22-06 | Review/revise supplemental record designation re Standard appeal of denial of lift stay motion | 0.10 | 0.00 | CCC |
| | Review and revise FTDF Committee's supplemental designation of record re Standard Property Development appeal | 0.40 | 76.00 | SSS |
| Nov-27-06 | Review/revise status memo re Standard Property appeals | 0.20 | 85.00 | CCC |
| | Electronic filing of court pleadings - Electronic scan, download and filing of Designation of Additional Items to be Included in the Record on Appeal with the bankruptcy court | 0.20 | 30.00 | P |
| | Review/revise supplemental record designation re Standard Appeal | 0.10 | 40.00 | DMC |
| | Analysis of Bankruptcy Rules re Standard Property Development's statement of standard of review | 0.20 | 38.00 | SSS |

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|-----------|--|-------|------------|-----|
| | Binford Adversary: Review docket re scheduling conference; date of hearing on motion for preliminary injunction | 0.10 | 19.00 | SSS |
| | Electronic correspondence to USA | 0.20 | 38.00 | SSS |
| | Professionals attaching copy of FTDF Committee's Supplemental Designation of Record | | | |
| | Electronic correspondence to FTDF | 1.00 | 190.00 | SSS |
| | Committee members and professionals re status of Standard Property Development appeal; recommendations re forum | | | |
| Nov-28-06 | Receipt and review of numerous emails re interpleader action | 0.60 | 255.00 | JPS |
| | Exchange electronic correspondence with Ms. Karasik, other working group members, re Lerin Hills and Gateway Stone | 0.10 | 42.50 | CCC |
| | Preparation of Certificate of Service re Designation of Additional Items to be Included in the Record on Appeal for filing with the court (Standard Property appeal) | 0.10 | 15.00 | P |
| Nov-29-06 | Exchange electronic correspondence with Stutman, Treister and Glatt/ review multiple (approx. 25) emails re 2004 examinations of Debtor's insiders | 0.20 | 85.00 | CCC |
| | Review exchange of electronic correspondence between USA professionals re noticing Rule 2004 examinations of Milanowski and USA Investment Partners | 0.20 | 38.00 | SSS |
| | Review and revise memorandum re Gateway Stone adversary; review court docket re status | 0.60 | 114.00 | SSS |
| Nov-30-06 | Communications with co counsel; Review electronic correspondence from Debtor's counsel; re examinations of insiders | 0.10 | 42.50 | CCC |
| | Totals | 15.60 | \$3,612.00 | |

Total Fees, Disbursements**\$3,612.00**

Previous Balance

\$5,031.00

Previous Payments

\$3,333.00

Balance Due Now**\$5,310.00**

Invoice #: 19850

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USA Mortgage, et al
Equity Security Committee

Dec 15, 2006

Attention:

File #: 1500-11

Inv #: 19851

RE: Meetings of Creditors

| DATE | DESCRIPTION | HOURS | AMOUNT | LAWYER |
|-----------|--|-------|--------|--------|
| Nov-03-06 | Preparation of electronic correspondence to FTDF Committee members and professionals attaching memorandum re summary of monthly operating reports for September 2006 for their review | 0.20 | 30.00 | P |
| Nov-06-06 | Review electronic correspondence from Ms. Karasik and committee members Mr. Heinrichs; Ms. Moro; Mr. Baldwin; Mr. Goings; re plan and settlement status (work performed over two days) | 0.20 | 85.00 | CCC |
| Nov-10-06 | Review electronic correspondence from committee members; STG (numerous) re committee meeting-(no charge per CCC) | 0.20 | 0.00 | CCC |
| Nov-15-06 | Telephone call with Erin Barnett, counsel for various investors (including members of FTDF) re explanation of plan, settlements, benefits | 0.30 | 127.50 | CCC |
| Nov-20-06 | Review FTDF website | 0.10 | 42.50 | CCC |
| | Preparation of electronic correspondence to Ms. Pajak re recommended website updates | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from Mr. Parlen; Ms. Karasik re summary of plan for FTDF investors for the FTDF website | 0.10 | 19.00 | SSS |
| Nov-21-06 | Prepare simplified posting for website re sale and plan proceedings | 0.20 | 85.00 | CCC |

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|-----------|--|------|-------|---|
| Nov-29-06 | Review electronic correspondence from Shlomo Sherman attaching memorandum Summarizing October MOR'S to FTDF committee members; forward via first class mail to committee member Richard Woudstra | 0.10 | 15.00 | P |
|-----------|--|------|-------|---|

| | | |
|--------|------|----------|
| Totals | 1.50 | \$446.50 |
|--------|------|----------|

| | |
|----------------------------------|-----------------|
| Total Fees, Disbursements | \$446.50 |
|----------------------------------|-----------------|

| | |
|------------------|-------------|
| Previous Balance | \$25,780.60 |
|------------------|-------------|

| | |
|-------------------|-------------|
| Previous Payments | \$21,265.60 |
|-------------------|-------------|

| | |
|------------------------|-------------------|
| Balance Due Now | \$4,961.50 |
|------------------------|-------------------|

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Equity Security Committee

Dec 15, 2006

Attention:

File #: 1500-12

Inv #: 19852

RE: Plan and Disclosure Statement

| DATE | DESCRIPTION | HOURS | AMOUNT | LAWYER |
|-----------|--|-------|----------|--------|
| Nov-01-06 | Review of extensive communications between debtor and four committees re remaining issues on term sheet; allocating tasks re Plan and Disclosure Statement | 0.40 | 170.00 | CCC |
| | Review exchange of electronic correspondence between Debtors' and committee professionals re revised drafts of Plan and Disclosure Statement | 0.20 | 38.00 | SSS |
| | Preparation of background of FTDF re revised Disclosure Statement | 0.80 | 152.00 | SSS |
| | Review and revise background summary of FTDF re Disclosure Statement | 0.50 | 95.00 | SSS |
| | Electronic correspondence to FTDF Committee professionals re FTDF background for Disclosure Statement | 0.10 | 19.00 | SSS |
| Nov-02-06 | Revisions to Disclosure Statement summary re FTDF | 0.30 | 127.50 | CCC |
| | Brief review of revised Plan | 0.80 | 340.00 | CCC |
| Nov-03-06 | Receipt and review of proposed Plan/ Disclosure Statement/ Trust Agreement; modifications and corrections to same | 5.20 | 2,210.00 | JPS |
| | Review/revise draft plan (11 pm version) | 1.90 | 807.50 | CCC |
| | Preparation of electronic correspondence to co-counsel re plan comments; review of issues relative to ABT case as suggested by LBR | 0.10 | 42.50 | CCC |
| | Exchange electronic correspondence with Ms. Karasik re sale/plan status | 0.10 | 42.50 | CCC |

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|-----------|---|------|----------|-----|
| | Compile ABT plan, disclosure statement, and confirmation order re form of liquidating trust agreement | 0.30 | 97.50 | SWM |
| | Review form of liquidating plans re revisions to USA Capital plan | 0.70 | 227.50 | SWM |
| | Telephone call with co-counsel re plan discussion | 0.10 | 40.00 | DMC |
| | Review electronic correspondence from Ms. Pajak re FTDF inserts to revised Disclosure Statement | 0.10 | 19.00 | SSS |
| | Review ABT Liquidation Trust Agreement, Plan, and Confirmation Order re provisions relevant to USA plan | 0.80 | 152.00 | SSS |
| | Review schedules re priority claims and sources of payment for USA Securities and USA Capital Realty Advisors | 0.20 | 38.00 | SSS |
| | Review documents to be provided pursuant to Section IV of the Plan | 0.70 | 133.00 | SSS |
| | Preparation of cover letter re ABT Plan documents (Plan, Creditor Trust Agreement, and Confirmation Order) with suggestions for plan provisions | 1.40 | 266.00 | SSS |
| | Review electronic correspondence from Ms. Jarvis re coordinating preparation of drafts of Plan, Liquidating Trust Agreement, and Disclosure Statement; electronic correspondence from Ms. Pajak re the same | 0.20 | 38.00 | SSS |
| Nov-05-06 | Exchange electronic correspondence with Ms. Karasik re plan meeting; status of revised plan and draft disclosure statement | 0.10 | 42.50 | CCC |
| Nov-06-06 | Review revised plan and provide comments | 2.60 | 1,105.00 | CCC |
| | Preparation of electronic correspondence to Ms. Jarvis re need to review disclosure statement to confirm compliance with LBR concerns | 0.10 | 42.50 | CCC |
| | Telephone call with Ms. Pajak re task allocation of Disclosure Statement review | 0.20 | 85.00 | CCC |
| | Review and comment on p. 49 on of Disclosure Statement | 1.10 | 467.50 | CCC |
| | Telephone call with Ms. Pajak re Disclosure Statement concerns | 0.10 | 42.50 | CCC |
| | Preparation of summary of claims and their treatment | 1.00 | 425.00 | CCC |
| | Exchange electronic correspondence (numerous) with Ms. Karasik re plan and Disclosure Statement comments | 0.20 | 85.00 | CCC |
| | Participate in portion of conference call re Disclosure Statement; including exchange of email with STG re same | 0.70 | 297.50 | CCC |

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| | Review Disclosure Statement comments by Ms. Ernce; email to STG re same | 0.40 | 170.00 | CCC |
| | Exchange electronic correspondence with Ms. Karasik re review and comment on revised Disclosure Statement | 0.10 | 42.50 | CCC |
| | Review documents re summary of Disclosure Statement | 0.20 | 80.00 | DMC |
| | Review draft of Second Amended Joint Plan; compare with previous draft re incorporation of Ms. Carlyon's comments; revise definition of "Allowed Interests" per Stipulated Order re Proofs of Interest | 2.40 | 456.00 | SSS |
| | Review scheduled assets and liabilities for USA Securities and USA Capital Realty re treatment under joint plan | 0.20 | 38.00 | SSS |
| | Contrast Disclosure Statement's description of treatment of FTDF's allowed unsecured claims with description in Second Amended Joint Plan | 0.20 | 38.00 | SSS |
| | Review and revise definition of "Disputed Equity Interest" re Second Joint Plan; electronic correspondence to Ms. Karasik re the same | 0.30 | 57.00 | SSS |
| Nov-07-06 | Receipt and review of draft Second Amended Joint Plan | 0.80 | 340.00 | JPS |
| | Exchange electronic correspondence with Ms. Cica; Ms. Karasik; re ensuring that purchaser is being apprised of plan changes | 0.10 | 42.50 | CCC |
| | Review Debtor's notice of plan filing and timing of filing of Disclosure Statement ; Review electronic correspondence from Ms. Pajak re same | 0.10 | 42.50 | CCC |
| | Analysis of filed plan, including list of issues for follow up by associate | 1.10 | 467.50 | CCC |
| | Review revisions and edits to Disclosure Statement proposed by Debtor, UCC, Direct Lender Committee, and FTDF Committee | 1.50 | 637.50 | CCC |
| | Conference call with Debtor; committees; re Disclosure Statement | 1.70 | 722.50 | CCC |
| | Review numerous changes to disclosure statement | 0.70 | 297.50 | CCC |
| | Additional drafting of Disclosure Statement summary, including incorporation of suggestions from paralegal | 1.40 | 595.00 | CCC |
| | Review language proposed by Mr. Hermann re Direct Lender settlement for Disclosure Statement ; comments by Mr. Garman, Ms. Karasik | 0.00 | 0.00 | CCC |

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| Review electronic correspondence from Ms. Freeman re proposed plan summary insert to Disclosure Statement ; Exchange electronic correspondence with various counsel re same; review proposed insert | 0.20 | 85.00 | CCC |
| Review revise Disclosure Statement summary per Mr. Hermann's comments (including review electronic correspondence from Mr. Hermann, review of attached revisions to summary) | 0.20 | 85.00 | CCC |
| Exchange electronic correspondence with Ms. Smith re Disclosure Statement summary | 0.10 | 42.50 | CCC |
| Review electronic correspondence from Ms. Freeman re changes to insert re Direct Lender settlement; review proposed language | 0.10 | 42.50 | CCC |
| Review electronic correspondence from Mr. Charles attaching additional changes to Disclosure Statement summary, revise same | 0.20 | 85.00 | CCC |
| Exchange electronic correspondence with Ms. Pajak re potential repayment of FTDF to DTDF settlement payment under settlement | 0.10 | 42.50 | CCC |
| Exchange electronic correspondence with all Debtor and committee counsel, other professionals, re need for final comments on Disclosure Statement summary | 0.10 | 42.50 | CCC |
| Review electronic correspondence from Ms. Jarvis; Mr. Garman; re additional comments to be forthcoming | 0.10 | 42.50 | CCC |
| Exchange electronic correspondence with Ms. Jarvis re her proposed edits to Disclosure Statement summary, my comments re same, review and revise document | 0.40 | 170.00 | CCC |
| Exchange electronic correspondence with Mr. Schwartzer re his version of Disclosure Statement summary, review same and prepare comments | 0.30 | 127.50 | CCC |
| Review electronic correspondence from Mr. Levinson re his comments to Disclosure Statement Summary, review and comment | 0.10 | 42.50 | CCC |
| Review electronic correspondence from Ms. Freeman with her and Mr. Charle's additional comments to Disclosure Statement Summary, review and comment | 0.20 | 85.00 | CCC |
| Review electronic correspondence from Mr. Garman (x2) re approval of changes to Disclosure Statement Summary | 0.10 | 42.50 | CCC |
| Exchange electronic correspondence with Mr. Schwartzer re revised Disclosure Statement summary, comments on items still to be corrected | 0.20 | 85.00 | CCC |

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| Exchange electronic correspondence with Ms. Freeman; Ms. Karasik; other professionals; re Disclosure Statement insert from Susan Freeman vs. stand alone "plain English" summary | 0.10 | 42.50 | CCC |
| Exchange electronic correspondence with Mr. Schwartz re his third version, need to revise (including review of redline) | 0.10 | 42.50 | CCC |
| Review electronic correspondence from Ms. Pajak; Mr. Charles; re revision of Disclosure Statement Summary re potential repayment issue | 0.10 | 42.50 | CCC |
| Exchange electronic correspondence with Mr. Schwartz re clarifying changes re potential repayment issue | 0.20 | 85.00 | CCC |
| Review electronic correspondence from Ms. Jarvis re additional changes to Disclosure Statement Summary | 0.10 | 42.50 | CCC |
| Telephone call with Mr. Schwartz re clarifying changes to Disclosure Statement Summary | 0.10 | 42.50 | CCC |
| Review electronic correspondence from Mr. Strong (x2) re revised Disclosure Statement; review and provide comments | 0.70 | 297.50 | CCC |
| Exchange electronic correspondence with Ms. Pajak re comments to Disclosure Statement | 0.10 | 42.50 | CCC |
| Review electronic correspondence from Ms. Karasik re changes needed to Disclosure Statement re PBGC potential claim | 0.10 | 42.50 | CCC |
| Review Notice of filing of plan errata; Exchange electronic correspondence with STG re same | 0.10 | 42.50 | CCC |
| Review electronic correspondence from Mr. Strong re Disclosure Statement clean and redline to be circulated, corrected, tomorrow | 0.10 | 42.50 | CCC |
| Review draft of Notice of Filing Disclosure Statement Summary | 0.10 | 40.00 | DMC |
| Review electronic correspondence from various parties re changes to Disclosure Statement summary | 0.10 | 40.00 | DMC |
| Review electronic correspondence from parties re additional changes to Disclosure Statements summary | 0.10 | 40.00 | DMC |
| Review electronic correspondence from Ms. Karasik, Ms. Carlyon re Ms. Smith's addition to Disclosure statement | 0.10 | 40.00 | DMC |
| Review Second Joint Plan of Reorganization; prepare chart of relevant deadlines and documents to be produced; comments | 3.40 | 646.00 | SSS |

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| | Attend portion of teleconference with counsel for Debtors, DTDF Committee, FTDF Committee, and UCC Committee re preparation of revised Disclosure Statement | 0.40 | 76.00 | SSS |
| Nov-08-06 | Analysis of Plan issues, including technical corrections; substantive issues to be clarified/corrected; scheduling issues; items to be included in Order approving Disclosure Statements; items to be included in Confirmation Order; allocation of tasks re same | 0.40 | 170.00 | CCC |
| | Review filed Disclosure Statement; prepare and circulate comments re same | 0.80 | 340.00 | CCC |
| | Review/revise Disclosure Statement comments submitted by STG | 0.30 | 127.50 | CCC |
| | Preparation of plan comments | 0.80 | 340.00 | CCC |
| | Review/revise plan comments | 0.30 | 127.50 | CCC |
| | Exchange electronic correspondence with Ms. Pajak re Disclosure Statement comments | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from Ms. Karasik re comments to internal plan comments | 0.10 | 42.50 | CCC |
| | Exchange electronic correspondence with Ms. Pajak; Ms. Karasik; Mr. Sherman; re solicitation issues | 0.20 | 85.00 | CCC |
| | Receipt, electronic download of Notice of Filing; Errata and Second Amended Disclosure Statement from the bankruptcy court; forward to attorneys for review | 0.50 | 75.00 | P |
| | Review Errata to Debtors' Second Amended Plan; prepare list of comments and revisions to Errata; exchange electronic correspondence (multiple) with Ms. Carlyon and Ms. Karasik re the same | 3.70 | 703.00 | SSS |
| | Preparation of schedule and timeline for Confirmation, relevant dates under the Plan, and documents to be provided pursuant to the Plan | 0.80 | 152.00 | SSS |
| | Review Plan re formula for calculating FTDF and DTDF recover; FTDF Base Recovery Percentage; adjustment | 0.40 | 76.00 | SSS |
| | Review and compare several drafts of revised Disclosure Statement re FTDF Committee comments and revisions | 1.40 | 266.00 | SSS |
| Nov-09-06 | Conference with co counsel re pending discovery | 0.70 | 297.50 | JPS |
| | Analysis of draft notice re solicitation issues | 0.40 | 170.00 | CCC |

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| Analyze/revise plan calendar and instruct re numerous additional items and dates; preparation of chart for dates to be set at hearing | 0.30 | 127.50 | CCC |
| Telephone call with Ms. Karasik; Ms. Pakak; Mr. Sherman; re solicitation notice; local rule/alternate direct testimony procedures (need for court approval) | 0.20 | 85.00 | CCC |
| Review electronic correspondence from STG; Debtor's counsel, re Solicitation procedures notice | 0.10 | 42.50 | CCC |
| Analysis of Debtor's filing re solicitation procedures notice | 0.20 | 85.00 | CCC |
| Exchange electronic correspondence with RQN re Disclosure Statement comments; prepare memo re comments | 0.40 | 170.00 | CCC |
| Exchange electronic correspondence with Mr. Strong re Disclosure Statement comments | 0.30 | 127.50 | CCC |
| Review electronic correspondence from Ms. Freeman re penalty claims treatment/Disclosure Statement language | 0.10 | 42.50 | CCC |
| Review electronic correspondence from Ms. Jarvis re USA Capital Realty Advisors; managment fees | 0.10 | 42.50 | CCC |
| Review proposed letter from FTDF committee re support of plan | 0.10 | 40.00 | DMC |
| Review electronic correspondence from Mr. Charles re liquidating trustee | 1.40 | 266.00 | SSS |
| Review and revise calendar and schedule of dates for Confirmation and effectuation of Plan | 0.40 | 76.00 | SSS |
| Teleconference with Ms. Karasik, Ms. Pajak, and Ms. Carlyon re Confirmation dates; preparation for November 13 Omnibus Hearing Date | 0.30 | 57.00 | SSS |
| Preparation of Proposed Confirmation Date chart for November 13 Omnibus Hearing Date | 0.30 | 57.00 | SSS |
| Review Notice of Filing of Confirmation Deadlines and Procedures | 0.20 | 38.00 | SSS |
| Review exchange of electronic correspondence between USA professionals re changes to revised Disclosure Statement | 0.20 | 38.00 | SSS |
| Review exchange of electronic correspondence between USA professionals re changes to proposed Confirmation deadlines and procedures | 0.20 | 38.00 | SSS |
| Review exchange of electronic correspondence between USA professionals re changes to revised Plan | | | |

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| Nov-10-06 | Telephone call with Debtor's counsel, committee counsel, re handling plan issues involving intertwining of USA Realty Advisors | 1.00 | 425.00 | CCC |
| | Follow up call re USA Realty Advisors | 0.40 | 170.00 | CCC |
| | Review electronic correspondence from Mr. Parlan re Disclosure Statement order | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from Ms. Jarvis re Disclosure Statement order | 0.10 | 42.50 | CCC |
| | Exchange electronic correspondence with Ms. Karasik re Disclosure Statement order; Ms. Jarvis' email (no charge per CCC) | 0.10 | 0.00 | CCC |
| | Review proposed confirmation notice (redlined with FTDF committee changes) | 0.10 | 42.50 | CCC |
| Nov-11-06 | Review emails from various FTDF committee members re letter in support of confirmation | 0.10 | 42.50 | CCC |
| | Review Mr. Charles' proposed changes to confirmation notice | 0.10 | 42.50 | CCC |
| | Review redlined Disclosure Statement order circulated by Mr. Strong, related email | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from Mr. Strong re plan revisions | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from Mr. Strong re Disclosure Statement exhibits; balloting procedures | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from Mr. Gordon re inability to prohibit all communications (from insiders) re plan | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from Mr. Strong re redlined Disclosure Statement | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from Mr. Garman re servicing fee issue; potential to unravel settlement | 0.10 | 42.50 | CCC |
| Nov-12-06 | Review electronic correspondence from Ms. Smith re servicing fees matrix (related to plan/settlement issue) | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from Ms. Freeman re servicing fees issue; second email re related language change requested | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from Ms. Pajak re FTDF committee changes to plan; substantive issue re subordinated claim | 0.10 | 42.50 | CCC |
| | Brief review of FTDF plan redline, including issues re USA Realty Advisors and post effective date FTDF | 0.20 | 85.00 | CCC |
| | Review electronic correspondence from Ms. Pajak re issues remaining for Disclosure Statement; brief review of FTDF redline comments to same | 0.20 | 85.00 | CCC |

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| | Review electronic correspondence from Ms. Jarvis re inquiry on status of discussion on fees (no charge per CCC) | 0.10 | 0.00 | CCC |
| | Review electronic correspondence from Mr. Gordon re subordination issue | 0.10 | 42.50 | CCC |
| | Review additional electronic correspondence from Ms. Jarvis; Mr. Gordon; re subordination issue | 0.10 | 42.50 | CCC |
| | Review email re additional access language requested by DTDF committee for plan; summarize for Ms. Karasik | 0.20 | 85.00 | CCC |
| | Review electronic correspondence from Mr. Charles, including forwarded email from Mr. Garman, re language to solve servicing fees issue | 0.10 | 42.50 | CCC |
| | Telephone call with Mr. Parlen re confirmation deadlines | 0.20 | 38.00 | SSS |
| Nov-13-06 | Conference with co counsel re plan and disclosure statement status/ revisions | 0.90 | 382.50 | JPS |
| | Assist in printing and organizing packets re plan and disclosure statement versions, including redlines and most recent, in preparation for hearing (time billed at paralegal rate) | 1.60 | 240.00 | CCC |
| | Meeting with STG to prepare for hearings, primarily disclosure statement | 0.30 | 127.50 | CCC |
| | Attendance at court re omnibus hearings (primarily plan and disclosure statement)(including discussions at courthouse re same) | 2.80 | 1,190.00 | CCC |
| | Conference with co counsel re plan and disclosure statement issues, including solicitation package, follow up items from hearing | 0.50 | 212.50 | CCC |
| | Telephone call with Mr. Garman re solicitation package, voting issues | 0.20 | 85.00 | CCC |
| | Exchange electronic correspondence with Ms. Karasik re solicitation packages | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from Mr. Strong; Ms. Karasik (multiple) re assignments and releases for plan | 0.20 | 85.00 | CCC |
| | Review electronic correspondence from Mr. Charles (multiple) re plan clean up | 0.10 | 42.50 | CCC |
| | Prepare for hearing on adequacy of Disclosure Statement | 0.20 | 80.00 | DMC |
| | Meeting with Stutman, Treister and Glatt re hearing, attend hearing on adequacy of Disclosure Statement | 2.10 | 840.00 | DMC |
| | Review and revise Silver Point changes to Disclosure Statement and draft revisions | 0.30 | 120.00 | DMC |

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| | Exchange electronic correspondence with FTDF Professionals re Disclosure Statement language; transmit revisions | 0.20 | 80.00 | DMC |
| | Review Ms. Pajak's revisions to Disclosure Statement | 0.10 | 40.00 | DMC |
| | Attendance at hearing on adequacy of Disclosure Statement (no charge per SSS) | 1.30 | 0.00 | SSS |
| Nov-14-06 | Receipt and review of revisions to plan | 1.70 | 722.50 | JPS |
| | Receipt and review of revised draft of plan | 2.40 | 1,020.00 | JPS |
| | Exchange electronic correspondence with Ms. Smith; Mr. Charles; re Direct Lender claims/hypothetical issues | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from Ms. Hunt re plan corrections; prepare mark up for transmission | 0.40 | 170.00 | CCC |
| | Review email traffic from buyer; debtor's professionals; STG; re various plan and Disclosure Statement follow up issues | 0.40 | 170.00 | CCC |
| | Review electronic correspondence from RQN re disclosure statement; solicitation package | 0.20 | 85.00 | CCC |
| | Forward additional plan corrections to RQN, other counsel | 0.20 | 85.00 | CCC |
| | Review of numerous emails from STG, FTDF committee members; other committee counsel; re additional letters for solicitation package | 0.10 | 42.50 | CCC |
| | Preparation of electronic correspondence to Ms. Hunt attaching Ms. Carlyon's plan revisions for her review | 0.10 | 15.00 | P |
| Nov-15-06 | Exchange electronic correspondence with RQN re summary; solicitation package | 0.20 | 85.00 | CCC |
| | Review/revise Disclosure Statement order; Exchange electronic correspondence with STG, Debtor's counsel, re same | 0.30 | 127.50 | CCC |
| | Preparation of electronic correspondence to Ms. Hunt attaching additional revisions to plan | 0.10 | 15.00 | P |
| | Compare final draft of Plan against FTDF changes; note additional changes to be made | 0.50 | 95.00 | SSS |
| | Telephonic attendance of November 28 hearing (no charge per SSS) | 1.00 | 190.00 | SSS |
| | Review electronic correspondence from Ms. Karasik to FTDF Committee members summarizing hearing on Supplemental Solicitation Motion | 0.10 | 19.00 | SSS |
| Nov-16-06 | Review and revise Summary of Plan for Solicitation package | 1.20 | 228.00 | SSS |

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| | Electronic correspondence to USA professionals attaching revised Summary of Plan | 0.10 | 19.00 | SSS |
| Nov-20-06 | Review electronic correspondence from Ms. Ernce re circulation of confirmation schedule | 0.10 | 42.50 | JPS |
| | Conference with co counsel re case status/ liquidating trust agreement | 0.60 | 255.00 | JPS |
| Nov-21-06 | Review electronic correspondence from Mr. Schwartz/ Mr. Sherman re OST request for Supplemental Solicitation | 0.20 | 85.00 | JPS |
| | Review electronic correspondence from various professionals re unauthorized solicitation | 0.10 | 42.50 | CCC |
| | Analysis of Cangelosi solicitation | 0.70 | 297.50 | CCC |
| | Telephone call with all hands re unauthorized solicitation | 0.80 | 340.00 | CCC |
| | Review/revise OST documents re unauthorized solicitation | 0.50 | 212.50 | CCC |
| | Preparation of introductory draft re responsive solicitation | 0.50 | 212.50 | CCC |
| | Review electronic correspondence from Ms. Karasik re solicitation issues | 0.10 | 42.50 | CCC |
| | Review electronic correspondence (numerous) from STG; committee members re solicitation issues | 0.10 | 42.50 | CCC |
| | Telephone call with Mr. Landis re OST on solicitation motion; exchange electronic correspondence with Mr. Landis re letter, enclosing same | 0.10 | 42.50 | CCC |
| | Prepare ex parte application for OST on Joint Motion to Allow Supplemental Solicitation, Affidavit of Ms. Carlyon, Attorney Information Sheet and Ex Parte Motion for OST and Notice of Hearing of Joint Motion to Allow Supplemental Solicitation | 1.20 | 180.00 | P |
| | Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of Ex Parte Motion for OST on Joint Motion to Allow Supplemental Solicitation | 0.20 | 30.00 | P |
| | Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of Affidavit of Ms. Carlyon in Support of Ex Parte Motion for OST on Joint Motion to Allow Supplemental Solicitation | 0.20 | 30.00 | P |

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| | Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of Attorney Information Sheet re Ex Parte Motion for OST on Joint Motion to Allow Supplemental Solicitation | 0.20 | 30.00 | P |
| | Electronic filing of court pleadings - conversion to electronic format, download and electronic upload of Order Shortening Time on Joint Motion to Allow Supplemental Solicitation | 0.20 | 30.00 | P |
| | Prepare electronic correspondence to Eileen at bankruptcy court re filing of OST documents | 0.10 | 15.00 | P |
| | Review amended committee appointments and service list; prepare email service list re joint motion and OST documents | 0.40 | 60.00 | P |
| | Prepare electronic correspondence to committee professionals re OST documents | 0.10 | 15.00 | P |
| | Preparation of Unauthorized Solicitation Filed Under Seal cover sheet | 0.10 | 15.00 | P |
| | Electronic correspondence to USA professionals re requesting OST re Supplemental Solicitation | 0.20 | 38.00 | SSS |
| | Review Cangelosi "Call to Action" solicitation | 0.30 | 57.00 | SSS |
| | Telephone call from Mr. Parlen re filing motion under seal; electronic correspondence to Mr. Parlen re seal requirements under LR 9018 | 0.30 | 57.00 | SSS |
| | Review OST documents for Motion re Supplemental Solicitation | 0.20 | 38.00 | SSS |
| Nov-22-06 | Conference with co counsel re disclosure statement/ unauthorized solicitations issues | 1.30 | 552.50 | JPS |
| | Review electronic correspondence from Ms. Pajak enclosing additional unauthorized solicitation from Ms. Cangelosi | 0.10 | 42.50 | CCC |
| | Review/revise insert responding to solicitation | 0.70 | 297.50 | CCC |
| | Review electronic correspondence from Mr. Merola; other committee counsel; re possible injunction to prevent additional unauthorized solicitations | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from Mr. Gordon attaching substantially revised insert re response; revise same | 0.40 | 170.00 | CCC |
| | Exchange electronic correspondence with all counsel re status of filing, service, submission under seal of OST documents and original ten-page unauthorized solicitation | 0.20 | 85.00 | CCC |
| | Telephone call with Mr. Garman re solicitation; injunction issues | 0.20 | 85.00 | CCC |

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| Telephone call with Mr. Levinson re solicitation; injunction | 0.20 | 85.00 | CCC |
| Exchange electronic correspondence with all hands re service list; issues for solicitation pleadings | 0.20 | 85.00 | CCC |
| Preparation of electronic correspondence to Mr. Garman re handling issue of additional unauthorized solicitations in Direct Lender Committee's motion | 0.10 | 42.50 | CCC |
| Preparation of electronic correspondence to all hands re circulating redline of two most recent insert drafts for final comment | 0.10 | 42.50 | CCC |
| Review and revise motion re solicitation (added legal authorities) | 0.90 | 382.50 | CCC |
| Review electronic correspondence from Mr. Garman; Mr. Levinson; Ms. Pajak; Mr. Charles; Mr. Strong (multiple from each) re solicitation pleadings | 0.50 | 212.50 | CCC |
| Exchange electronic correspondence with Mr. Garman, SC Staff, re service issues; delivery of courtesy copies and declaration in camera (solicitation pleadings) | 0.20 | 85.00 | CCC |
| Exchange electronic correspondence with Mr. Garman, Mr. Charles re status of approvals of solicitation motion | 0.20 | 85.00 | CCC |
| Telephone call with Ms. Freeman re approval of solicitation motion | 0.10 | 42.50 | CCC |
| Exchange electronic correspondence with Ms. Pajak re approving solicitation motion for filing | 0.10 | 42.50 | CCC |
| Review revised motion re solicitation | 0.20 | 85.00 | CCC |
| Assist with compiling and courtesy copying documents re solicitation motion (billed at paralegal rate) | 1.50 | 225.00 | CCC |
| Review docket; pleadings to update service list | 0.50 | 212.50 | CCC |
| Exchange electronic correspondence with Mr. Garman; Mr. Charles; Mr. Levinson; re committee service lists | 0.30 | 127.50 | CCC |
| Telephone call with Mr. Garman re changes to Direct Lender committee service list | 0.10 | 42.50 | CCC |
| Prepare electronic correspondence to committees' counsel re bullet point revisions/comparisons re supplemental solicitation | 0.10 | 15.00 | P |

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| | Prepare electronic correspondence to committees' counsel re distribution list for electronic service of committees' and debtors' professionals re joint motion re supplemental solicitation and OST documents | 0.10 | 15.00 | P |
| | Exchange electronic correspondence with committees' counsel re updated committee information; update service list re joint motion for supplemental solicitation and OST documents | 0.30 | 45.00 | P |
| | Exchange electronic correspondence with Eileen at bankruptcy court re submission of declaration under seal re joint motion to allow supplemental solicitation and OST documents | 0.20 | 30.00 | P |
| | Telephone calls with Eileen at bankruptcy court re submission of declaration under seal re joint motion re supplemental solicitation and OST documents | 0.20 | 30.00 | P |
| | Prepare electronic correspondence to service list attaching joint motion to allow supplemental solicitation and OST documents | 0.10 | 15.00 | P |
| | Preparation of In-Camera Review cover sheet for Declaration of Greg Garman | 0.10 | 15.00 | P |
| | Review electronic correspondence from Ms. Cangelosi re "Further Clarification to Call to Action" | 0.20 | 38.00 | SSS |
| | Review and revise bullet points for solicitation motion; electronic correspondence to Ms. Pajak re the same. | 0.40 | 76.00 | SSS |
| | Westlaw research re enjoining unauthorized solicitations; preparation of memorandum re the same | 2.60 | 494.00 | SSS |
| | Electronic correspondence to Ms. Pajak re Ms. Cangelosi's proposed alternatives | 0.10 | 19.00 | SSS |
| | Telephone call with Ms. Pajak re solicitations proposing alternative plan not presented to the court | 0.10 | 19.00 | SSS |
| Nov-25-06 | Conference with co counsel re OST hearing/ supplemental solicitation | 1.20 | 510.00 | JPS |
| Nov-27-06 | Conference with potential liquidating agents | 2.00 | 850.00 | JPS |
| | Prepare for supplemental solicitation hearing | 2.30 | 977.50 | JPS |
| | Review/direct service on OST re solicitation motion | 0.10 | 42.50 | CCC |
| | Memorandum to email service list re opposition deadline for solicitation motion | 0.10 | 42.50 | CCC |
| | Exchange electronic correspondence with Mr. Charles re solicitation hearing; appearance | 0.10 | 42.50 | CCC |

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| | Exchange electronic correspondence with Mr. Merola; Ms. Karasik; Mr. Shea re solicitation hearing | 0.10 | 42.50 | CCC |
| | Review opposition re solicitation motion | 0.50 | 212.50 | CCC |
| | Review electronic correspondence from Ms. Pajak re solicitation objection | 0.10 | 42.50 | CCC |
| | Conference with Mr. Shea re solicitation hearing (no charge per CCC) | 0.50 | 0.00 | CCC |
| | Telephone calls with bankruptcy court re status of OST on joint motion re supplemental solicitation | 0.20 | 30.00 | P |
| | Prepare electronic correspondence to service list attaching entered OST on joint motion re supplemental solicitation | 0.10 | 15.00 | P |
| | Prepare certificate of service of joint motion to allow supplemental solicitation and OST documents | 0.20 | 30.00 | P |
| | Review and retrieval of Solicitation Materials from the BMC Corp website; forward to attorney | 1.50 | 225.00 | P |
| | Review numerous emails re solicitation package | 0.20 | 80.00 | DMC |
| | Review BMC website re solicitation package | 0.20 | 38.00 | SSS |
| | Review Cangelosi Opposition to Joint Motion to Approve Supplemental Disclosure; review and print cited legal authority | 0.40 | 76.00 | SSS |
| | Review electronic correspondence from Ms. Pajak re analysis of Cangelosi opposition | 0.10 | 19.00 | SSS |
| Nov-28-06 | Prepare for supplemental solicitation hearing | 3.10 | 1,317.50 | JPS |
| | Attendance at court for supplemental solicitation hearing | 1.90 | 807.50 | JPS |
| | Read and analyze cases cited by Mr. Smith re solicitation motion | 1.20 | 510.00 | CCC |
| | Conference with Mr. Shea re legal authorities, hearing issues on solicitation motion (no charge) | 0.50 | 212.50 | CCC |
| | Review electronic correspondence from Ms. Jarvis; various committee counsel, re supplemental filings due this week | 0.10 | 42.50 | CCC |
| | Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of certificate of service of Joint Motion to Allow Supplemental Solicitation and OST documents | 0.20 | 30.00 | P |
| | Prepare certificate of service of entered OST on Joint Motion re Supplemental Solicitation | 0.20 | 30.00 | P |

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| | Electronic filing of court pleadings - conversion to electronic format, download and electronic filing of certificate of service of entered OST on Joint Motion to Allow Supplemental Solicitation and OST documents | 0.20 | 30.00 | P |
| Nov-29-06 | Exchange electronic correspondence with STG re follow up with Mr. Smith's office on solicitation email list; their contact info | 0.10 | 42.50 | CCC |
| | Review proposed order re solicitation motion | 0.10 | 42.50 | CCC |
| | Review electronic correspondence from (multiple) re solicitation order | 0.10 | 42.50 | CCC |
| | Exchange electronic correspondence with Stutman, Treister and Glatt re possible discovery on solicitation issues | 0.10 | 42.50 | CCC |
| | Electronic filing of court pleadings - download and electronic filing of Order re Joint Motion to Allow Supplemental Solicitation | 0.20 | 30.00 | P |
| | Telephone call with Darla at bankruptcy court re upload of Order re Joint Motion to Allow Supplemental Solicitation | 0.10 | 15.00 | P |
| | Exchange electronic correspondence with co-counsel re status of Order re Joint Motion to Allow Supplemental Solicitation | 0.20 | 30.00 | P |
| | Review exchange of electronic correspondence from committee professionals re proposed order approving supplemental solicitation | 0.30 | 57.00 | SSS |
| | Review electronic correspondence from Ms. Pajak; Ms. McPherson re submitting notice of stipulation re allocation under seal | 0.10 | 19.00 | SSS |
| | Review electronic correspondence from Ms. Karasik to Mr. Smith re lodging proposed order re supplemental solicitation | 0.00 | 0.00 | SSS |
| | Review electronic correspondence from Ms. Pajak re submitting proposed order approving supplemental solicitation to court; oversee the same | 0.30 | 57.00 | SSS |
| | Review letters from Lender Protection Group soliciting rejection of Plan | 0.40 | 76.00 | SSS |
| Nov-30-06 | Exchange electronic correspondence with Ms. Karasik; Ms. Treadway; Ms. Pajak; re supplemental disclosure issues; posting; order entered | 0.10 | 42.50 | CCC |
| | Review Direct Lender Supplement to Debtor's Third Amended Joint Chapter 11 Plan of Reorganization | 0.20 | 38.00 | SSS |
| | Review Notice of Schedule of Executory Contracts and Unexpired Leases | 0.10 | 19.00 | SSS |

Invoice #: 19852

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| | | |
|--------|--------|-------------|
| Totals | 120.40 | \$39,942.00 |
|--------|--------|-------------|

| | | |
|----------------------------------|--|--------------------|
| Total Fees, Disbursements | | \$39,942.00 |
|----------------------------------|--|--------------------|

| | | |
|------------------|--|-------------|
| Previous Balance | | \$20,169.50 |
|------------------|--|-------------|

| | | |
|-------------------|--|------------|
| Previous Payments | | \$9,158.40 |
|-------------------|--|------------|

| | | |
|------------------------|--|--------------------|
| Balance Due Now | | \$50,953.10 |
|------------------------|--|--------------------|

JPS - James Patrick Shea
CCC - Candace C. Carlyon
SWM - Shawn Miller
DMC - Dawn M. Cica

SSS - Shlomo Sherman
JRH - Jeffrey R. Hall
LC - Law Clerk
P - Paralegal
LA- Legal Assistant

Shea & Carlyon Ltd.

233 S. Fourth Street
Suite 200
Las Vegas, NV 89101

Ph:(702) 471-7432

Fax:(702) 471-7435

USA Mortgage, et al
Equity Security Committee

Dec 15, 2006

Attention:

File #: 1500-13

Inv #: 19853

RE: Relief from Stay proceedings

| DATE | DESCRIPTION | HOURS | AMOUNT | LAWYER |
|-----------|---|-------|---------|--------|
| Nov-08-06 | Exchange electronic correspondence with Ms. Davis re Canepa lift stay coming off calendar | 0.10 | 42.50 | CCC |
| | Totals | 0.10 | \$42.50 | |

Total Fees, Disbursements**\$42.50**

Previous Balance

\$7,937.60

Previous Payments

\$6,675.60

Balance Due Now**\$1,304.50**

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EXHIBIT “4”

Shea & Carlyon Ltd.

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 Las Vegas, NV 89101

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Fax:(702) 471-7435

USA Mortgage, et al
 Equity Security Committee

Dec 15, 2006

Attention:

File #: 1500

Inv #: 19848

RE: Costs/Expenses

| DISBURSEMENTS | Disbursements | Receipts |
|---|----------------------|-------------------------|
| Telephone | 10.19 | |
| Postage | 12.42 | |
| Nov-15-06 Color copies - Legal Document Solutions | 43.87 | |
| Nov-30-06 Copying 6830 @ 0.25 | 1,707.50 | |
| Facsimile 4 @ 0.50 | 2.00 | |
| Delivery services/messengers 4 @ 7.50 | 30.00 | |
| Other -Pacer 1507 @ 0.08 | 120.56 | |
| Other -Scanning 484 @ 0.10 | 48.40 | |
| Totals | <hr/> \$1,974.94 | <hr/> \$0.00 |
| Total Fees, Disbursements | | <hr/> \$1,974.94 |
| Previous Balance | | \$814.14 |
| Previous Payments | | \$0.00 |
| Balance Due Now | | <hr/> \$2,789.08 |

Invoice #: 19848

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